

## **EXHIBIT C-2**

**Prepare for and Attend Hearings**



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Carrienne Basler  
Motors Liquidation Corp.

U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

November 12, 2010

Invoice No. 519219  
Matter No. 004179-001B

Re: Prepare for and Attend Hearings

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through September 30, 2010

Date	Timekeeper	Description	Hours	Amount
06-07-2010	N. Talbott Settle	Continue work on hearing binder for June 29, 2010 hearing (1.3); obtain appellate briefs requested by Mr. Wilson (1.2).	2.50	400.00
06-07-2010	N. Talbott Settle	Set up a New York account with a vendor to facilitate clerical support for hearing (.4).	0.40	No Charge
06-08-2010	N. Talbott Settle	Work on travel arrangements for June hearing and correspondence with options (1.1).	1.10	No Charge
06-09-2010	N. Talbott Settle	Telephone conference with American Airlines regarding change in flight for hearing (.5).	0.50	No Charge
06-10-2010	N. Talbott Settle	Correspondence on travel logistics for June hearing and update memorandum (.2).	0.20	32.00
06-22-2010	N. Talbott Settle	Work on travel arrangements for hearing. (.2).	0.20	No Charge

Date	Timekeeper	Description	Hours	Amount
06-22-2010	Zerithea Raiche	Prepare final reports on retained professionals for second interim fee applications and certain adjourned first interim fee applications for use at June 29, 2010 hearing (1.8).	1.80	288.00
06-23-2010	N. Talbott Settle	Work on hearing binder and corresponding index (.7); work on updates to review files in preparation for hearing (1.1).	1.80	288.00
06-23-2010	Eric Wilson	Office conference with Ms. Stadler and Ms. Talbott Settle regarding logistics for hearing on June 29 (.2); telephone conference with Mr. Velez-Rivera regarding court practice for hearing evidence on contested applications (.1).	0.30	No Charge
06-23-2010	Katherine Stadler	Travel arrangements for June 29, 2010 hearing (.2).	0.20	No Charge
06-24-2010	N. Talbott Settle	Prepare files for hearing (.7); prepare documents to forward to the U.S. Trustee as requested by Mr. Williamson and related to the Stuart Maue motion and application (.2); preparation of electronic documents for hearing (.5); hearing logistics (.1); update Mr. Williamson's hearing binders with reports and responses in preparation for the hearing (.7).	2.20	352.00
06-24-2010	N. Talbott Settle	Review correspondence and forward for binder updates and updates to hearing folders (1.0); work on changes to travel arrangements {2.0 NO CHARGE}.	1.00	160.00
06-24-2010	Zerithea Raiche	Prepare for June 29, 2010 hearing - update website to include all outstanding documents for download of information to laptop for use at hearing (3.2).	3.20	512.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
06-24-2010	Brady C. Williamson	Exchange telephone calls with Mr. Velez-Rivera for U.S. Trustee on next week's hearing (.2).	0.20	99.00
06-25-2010	N. Talbott Settle	Continue work on hearing binder (3.8); work on memorandum on logistics and correspondence circulating to the team with comment (.6); continue work on updates to professional files for hearing (.1); prepare electronic files and work on loading material onto laptops in preparation hearing (.2); review new responses and update all hearing binders and corresponding indices (1.8).	6.50	1,040.00
06-25-2010	N. Talbott Settle	Verify hearing binder (1.2).	1.20	192.00
06-25-2010	Zerithea Raiche	Update records for use at June 29, 2010 hearing to include recent responses, affidavits of service and the fee examiner's reports for Kramer Levin and Baker & McKenzie (1.9).	1.90	304.00
06-25-2010	Brady C. Williamson	Review docket of matters scheduled for hearing(.1).	0.10	49.50
06-25-2010	Brady C. Williamson	E-mail on schedule to Assistant U.S. Trustee (.1).	0.10	49.50
06-25-2010	Katherine Stadler	Preparations of materials for hearing (1.2).	1.20	492.00

Date	Timekeeper	Description	Hours	Amount
06-28-2010	Zerithea Raiche	Update exhibit to fee examiner's summary and recommendations to include changes to the amounts recommended for disallowance for Claro Group (.2); review amended agenda for June 29, 2010 hearing for relevant changes (.1); conferences with Ms. Santa Maria on procedural objections to debtors' objections to the fee examiner's application to further extend the retention of Stuart Maue and fee application of Stuart Maue (.1); review email on responses to debtors' objections to the fee examiner's application to further extend the retention of Stuart Maue and note location for the reporting of any accrued fees and expenses for retained professionals in the monthly operating reports (.2); update website to include responses of retained professionals for use at June 29, 2010 hearing (.8).	1.40	224.00
06-28-2010	N. Talbott Settle	Continue preparation of laptop material for hearing (3.5); emails regarding hearing logistics (.2).	3.70	592.00
06-28-2010	Carla Andres	Meeting with Mr. Williamson regarding status (.3) and hearing preparation (1.7).	2.00	700.00
06-28-2010	Brady C. Williamson	Preparation for June 29, 2010 hearing (1.6).	1.60	792.00
06-28-2010	Eric Wilson	Review Weil Gotshal response to report on second interim fee application, fee application of Stuart Maue, application of Stuart Maue for extended retention and prepare notes in preparation for hearing on June 29, 2010 (2.3).	2.30	897.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
06-28-2010	Katherine Stadler	Review response of Kramer Levin, preparing outline of rebuttal points for oral argument (1.9); review updated hearing agenda and prepare materials for hearing (.4).	2.30	943.00
06-29-2010	N. Talbott Settle	Correspondence and related searches for return trip from hearing (.3).	0.30	48.00
06-29-2010	Carla Andres	Review reports and open issues for hearing (1.3); meeting with Ms. Stadler and Messrs. Wilson and Williamson regarding hearing (.5); attend hearing (2.4).	4.20	1,470.00
06-29-2010	Brady C. Williamson	Prepare for hearing (1.9).	1.90	940.50
06-29-2010	Brady C. Williamson	Attend hearing before Judge Gerber (2.4).	2.40	1,188.00
06-29-2010	Eric Wilson	Conference with Mr. Dalton for Stuart Maue to prepare for application to extend appointment and possible testimony (1.2); attend hearing on second interim fee applications (2.4).	3.60	1,404.00
06-29-2010	Katherine Stadler	Meeting with fee examiner in preparation for hearing (.5); prepare materials for hearing (.2); attend hearing with Judge Gerber on second interim fee applications (2.4).	3.10	1,271.00
06-29-2010	Katherine Stadler	Compile hearing materials for return mailing to Madison (1.0).	1.00	No Charge
07-01-2010	Zerithea Raiche	Prepare email to team on possible ruling by Judge Gerber on July 2, 2010 (.1).	0.10	16.00

Date	Timekeeper	Description	Hours	Amount
07-02-2010	Zerithea Raiche	Telephone conference with Ms. Blum on timing of telephonic ruling by Judge Gerber regarding the June 29, 2010 hearing and prepare email to team advising that Judge Gerber will not be issuing a ruling on July 2, 2010 (.1).	0.10	16.00
07-06-2010	N. Talbott Settle	Attend telephonic ruling of Judge Gerber regarding June 29, 2010 hearing (1.3).	1.30	208.00
07-06-2010	Zerithea Raiche	Prepare email to Veritext and order transcript of the June 29, 2010 hearing (.1); arrange with court call for participants to attend Judge Gerber's telephonic ruling (.4); attend telephonic ruling by Judge Gerber on fee applications and other matters heard on June 29, 2010 (1.3).	1.80	288.00
07-06-2010	Monica Santa Maria	Attend court ruling on second interim fee applications telephonically (1.3); telephone conferences with team on court's ruling (.4).	1.70	348.50
07-06-2010	Eric Wilson	Attend conference regarding court's ruling on second interim fee applications and Stuart Maue extension application (1.3); telephone conference with Dave Brown of Stuart Maue (.1).	1.40	546.00
07-06-2010	Brady C. Williamson	Review summary of Judge Gerber's bench decision (.3); conferences with team on open matters and draft orders (.3).	0.60	297.00
07-06-2010	Katherine Stadler	Attend by telephone: Judge Gerber's reading of the bench decision on fees (1.3); e-mails to fee examiner summarizing ruling (.3); telephone conference with Mr. Williamson on results (.2).	1.80	738.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
07-07-2010	Carla Andres	Review audio of court ruling (1.2).	1.20	420.00
07-13-2010	Carla Andres	Review e-mails regarding application ruling on compensation matters from Ms. Stadler, Mr. Wilson and Mr. Williamson, and prepare response (.5); review transcript (.6); review additional comments from team regarding compensation order (.6).	1.70	595.00
07-14-2010	Carla Andres	Prepare e-mail to team regarding draft summary of court ruling (.3); review proposed e-mail from Mr. Williamson and comments (.2); e-mail Ms. Cooperman, Butzel Long, regarding July 6, 2010 ruling (.1).	0.60	210.00
08-04-2010	Brady C. Williamson	Preparation for hearing on Motors Liquidation compensation requests (.5).	0.50	247.50
08-05-2010	N. Talbott Settle	Work on hearing binder for August 6, 2010 hearing on motion to amend terms of engagement of AP services (1.5).	1.50	240.00
08-05-2010	Brady C. Williamson	Preparation for August 6, 2010 hearing on Motors Liquidation compensation requests (.9).	0.90	445.50
08-06-2010	Carla Andres	Attend part of hearing on AP Services' success fee and engagement amendment (.8).	0.80	280.00
08-06-2010	Brady C. Williamson	Participate in part of hearing before Judge Gerber (limited to Motors Liquidation matter) (.8).	0.80	396.00
08-06-2010	Katherine Stadler	Attend, in listen mode, part of hearing on AP Services' motion to amend retention and motion for compensation payment (.8).	0.80	328.00



Date	Timekeeper	Description	Hours	Amount
08-18-2010	Carla Andres	Review and respond to e-mails from Ms. Raiche, Ms. Stadler and Mr. Wilson regarding hearing schedule (.3).	0.30	105.00
08-18-2010	Katherine Stadler	Final revisions to schedule for fee application hearings (.3).	0.30	123.00
08-20-2010	Brady C. Williamson	Review hearing notices (.1); conference on final schedule (.2).	0.30	148.50
09-01-2010	N. Talbott Settle	Conference on hearing arrangements (.1).	0.10	16.00
09-02-2010	N. Talbott Settle	Review daily postings and correspondence and forward for updates to library binders (.9); update index and Godfrey & Kahn professional binder (.2); forward correspondence on interim fee applications to Mr. Williamson--all in preparation for hearing (.2).	1.30	208.00
09-02-2010	N. Talbott Settle	Correspondence to the team regarding hearing arrangements (.2); work on setting up appearances for hearing (.3).	0.50	80.00
09-03-2010	N. Talbott Settle	Work on hearing binder for September 7, 2010 hearing on motion to amend the terms of engagement letter with AP Services (1.5).	1.50	240.00
09-04-2010	Brady C. Williamson	Review hearing docket for September 7, 2010 and related materials (.1).	0.10	49.50
09-05-2010	Carla Andres	Review agenda for September 7, 2010 hearing (.1).	0.10	35.00
09-07-2010	Carla Andres	Attend conference call regarding AP Services (.3).	0.30	105.00
09-07-2010	Brady C. Williamson	Prepare for (.3) and participate in (by telephone) (.5) hearing before Judge Gerber on AP Services' amended retention letter.	0.80	396.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
09-07-2010	Katherine Stadler	Listen to hearing on AP Services success fee and revised retention (.5); review audio transcript (.2); confer on possible response to delayed participation in court call (.3).	1.00	410.00
09-08-2010	N. Talbott Settle	Work on fee application hearing logistics and correspondence forwarding information to the team (1.3).	1.30	208.00
09-15-2010	Zerithea Raiche	Update chart of the fee examiner's request and responses of retained professionals for the preparation of reports and statements of limited objection for interim fee applications scheduled for hearing on September 24, 2010 (.6).	0.60	96.00
09-16-2010	Zerithea Raiche	Prepare files for scheduled hearing on September 24, 2010 for Weil Gotshal (.8), Kramer Levin (.6), Dean Trafelet (.4), Stutzman Bromberg (.3), Plante & Moran (.4), Claro Group (.5), Brownfield (.3) and Caplin & Drysdale (.4).	3.70	592.00
09-17-2010	Zerithea Raiche	Continue preparing files for hearing scheduled on September 24, 2010 for Weil Gotshal (.4), Kramer Levin (.3), Dean Trafelet (.1), Stutzman Bromberg (.2), Plante & Moran (.1), Claro Group (.2), Brownfield (.1) and Caplin & Drysdale (.2).	1.60	256.00
09-20-2010	N. Talbott Settle	Logistics for hotel accommodations and room reservations for upcoming hearing (1.1).	1.10	No Charge
09-20-2010	Brady C. Williamson	Begin preparation for scheduled September 24, 2010 hearing (1.4).	1.40	693.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
09-21-2010	Zerithea Raiche	Prepare for scheduled September 24, 2010 hearing with updates to hearing binders for each fee applicant: Weil Gotshal (.8), Caplin & Drysdale (.3), Plante & Moran (.4), Kramer Levin (.6), Stutzman Bromberg (.5), Claro Group (.3) and Dean Trafelet (.2).	3.10	496.00
09-21-2010	N. Talbott Settle	Travel arrangements for September 24, 2010 hearing and revise travel arrangements based upon reschedule of hearing date on the fee applications (2.2).	2.20	No Charge
09-21-2010	Brady C. Williamson	Prepare for hearing by reviewing application and response materials (2.3).	2.30	1,138.50
09-21-2010	Brady C. Williamson	Exchange emails on court's postponement of hearing (.3).	0.30	148.50
09-22-2010	N. Talbott Settle	Hotel reservations for October 26, 2010 (.1).	0.10	No Charge
09-22-2010	N. Talbott Settle	Work on logistical memorandum for the October hearing (.2).	0.20	32.00
09-22-2010	Brady C. Williamson	Outline schedule for October 26, 2010 hearing and rescheduled September hearing (.4).	0.40	198.00
09-28-2010	Zerithea Raiche	Update folders for Dean Trafelet (.1), Kramer Levin (.1), Caplin & Drysdale (.2) and Weil Gotshal (.3) for use at the October 26, 2010 hearing.	0.70	112.00
09-30-2010	Zerithea Raiche	Prepare file for October 26, 2010 hearing on first interim consolidated fee application of Godfrey & Kahn (.7).	0.70	112.00
Total Fees			\$	26,345.00
Total Disbursements			\$	<u>0.00</u>

**Total For This Invoice**      **\$ 26,345.00**

### Time and Fee Summary

Timekeeper	Title	Hours	Rate	Amount
ZERITHEA RAICHE	Paralegal	20.70	160.00	3,312.00
N. TALBOTT SETTLE	Paralegal	27.10	160.00	4,336.00
<b>Paralegal Total</b>		<b>47.80</b>		<b>7,648.00</b>
CARLA ANDRES	Of Counsel	11.20	350.00	3,920.00
<b>Of Counsel Total</b>		<b>11.20</b>		<b>3,920.00</b>
MONICA SANTA MARIA	Associate	1.70	205.00	348.50
<b>Associate Total</b>		<b>1.70</b>		<b>348.50</b>
BRADY C. WILLIAMSON	Shareholder	14.70	495.00	7,276.50
KATHERINE STADLER	Shareholder	10.50	410.00	4,305.00
ERIC WILSON	Shareholder	7.30	390.00	2,847.00
<b>Shareholder Total</b>		<b>32.50</b>		<b>14,428.50</b>
<b>TIMEKEEPER TOTALS</b>		<b>93.20</b>		<b>\$26,345.00</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2010. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*